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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF MOTION FOR ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 502(c)
ESTIMATING OR PROVISIONALLY ALLOWING CLAIM SOLELY FOR PURPOSES OF
ADMINISTRATION OF DISCOUNT RIGHTS OFFERING

PLEASE TAKE NOTICE that on December 28, 2007, the Debtors filed the Motion For Order Pursuant To 11 U.S.C. §§ 105(a) And 502(c) Estimating Or Provisionally Allowing Certain Unreconciled Claims Solely For Purposes Of Administration Of Discount Rights Offering (the "Rights Offering Estimation Motion").

PLEASE TAKE FURTHER NOTICE THAT a copy of the Rights Offering Estimation Motion is attached hereto.

PLEASE TAKE FURTHER NOTICE that the above-referenced Debtors (the "Debtors") have determined that you may be a Discount Rights Offering Eligible Holder (as defined in the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, dated December 10, 2007 (the "Plan") (Docket No. 11386)) and that pursuant to Article 7.15(a)(i) of the Plan, you may be eligible to participate in the Discount Rights Offering. To participate in the Discount Rights Offering, your claim must be allowed, reconciled or temporarily allowed as of the commencement of the confirmation hearing. Because your claim may not be allowed or reconciled, prior to the commencement of the hearing on confirmation of the Plan, the Debtors are seeking to temporarily allow your claim, solely for purpose of participating in the Discount Rights Offering, as set forth below:

Date Filed	Claim Number	Discount Rights Offering Participation Amount

PLEASE TAKE FURTHER NOTICE that **the deadline for you to object to the Debtors' proposed estimation and temporary allowance of your Claim for the purposes of participation in the Discount Rights Offering, as well as to assert objections to confirmation of the Plan, is 4:00 p.m. (prevailing Eastern time) on January 11, 2008. If you do not respond timely in the manner described below, the order granting the relief requested in the Rights Offering Estimation Motion with respect to your Claim may be entered without any further notice to you.**

PLEASE TAKE FURTHER NOTICE that nothing contained herein or in the Rights Offering Estimation Motion is an admission against interest and all rights are fully preserved. Further, nothing in the Rights Offering Estimation Motion is intended to, nor shall any order granting the relief requested in the Rights Offering Estimation Motion, modify, impair, or affect any rights of the Debtors to object to, or seek to estimate, your Claim at a lesser amount for purposes of allowance and distribution. Moreover, to the extent that such provisional allowance or estimation results in your receiving more Discount Rights than you should have received based on the ultimate allowed amount of your claim and such rights are transferred or exercised (the "Excess Discount Rights"), then, in the Reorganized Debtors' sole discretion, (a) an amount of New Common Stock (at Plan value) equivalent to the value of the Excess Discount Rights (at Plan value) (the "Discount Rights Value") will be withheld from the ultimate distribution on account of your claim or (b) you will be required to remit payment to the Reorganized Debtors in an amount equal to the value of the Excess Discount Rights.

PLEASE TAKE FURTHER NOTICE that the following objection procedures apply with respect to the Rights Offering Estimation Motion and the Discount Rights Offering Participation Amount set forth above:

1. Objections, if any, to the Discount Rights Offering Participation Amount above must (a) be in writing, (b) state with specificity the amount at which your claim should be estimated for the purpose of participation in the Discount Rights Offering, (c) include appropriate documentation thereof, (d) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Amended Ninth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on October 26, 2006 (Docket No. 10661), (e) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (f) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (g) be served in hard-copy form **so that they are actually received by January 11, 2008 at 4:00 p.m. (prevailing Eastern time) by** (i) Delphi Automotive Systems LLC, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: Legal Staff), (ii) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (iii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr. and John K. Lyons), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450

Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (v) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard).

2. If an objection to the Discount Rights Offering Participation Amount above is timely filed, a hearing with respect to the objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, on January 17, 2008 at 10:00 a.m. (prevailing Eastern time).
3. If no objection is timely received, the Discount Rights Offering Participation Amount set forth above shall be controlling with respect to your participation in the Discount Rights Offering.

PLEASE TAKE FURTHER NOTICE that you may view the complete exhibits to the Rights Offering Estimation Motion by requesting a copy from the claims and noticing agent in the above-captioned chapter 11 cases, Kurtzman Carson Consultants LLC, at 1-888-249-2691 or by accessing the Debtors' Legal Information Website at www.delphidocket.com.

Dated: New York, New York
December 28, 2007

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